

RESOLUTION NO. 06-26

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING AND APPROVING A LOAN AGREEMENT PURSUANT TO WHICH THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK WILL MAKE A LOAN IN AN AMOUNT NOT TO EXCEED \$1,300,000 FOR THE PURPOSE OF FINANCING AND REFINANCING THE COST OF THE ACQUISITION AND INSTALLATION OF CERTAIN EQUIPMENT FOR THE BENEFIT OF THE SAN DIEGO SOCIETY OF NATURAL HISTORY, PROVIDING THE TERMS AND CONDITIONS FOR SUCH LOAN AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS HEREIN SPECIFIED

WHEREAS, the California Infrastructure and Economic Development Bank (the "Issuer") was established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 et seq.), as now in effect and as it may be amended or supplemented (the "Act"), for the purpose of, among other things, providing financial assistance for the design, construction, financing and development of economic development facilities (as such term is defined in the Act) located in the State of California (the "State");

WHEREAS, The San Diego Society of Natural History, a California nonprofit, public benefit corporation (the "Borrower") has submitted an application to the Issuer requesting the Issuer to make a loan (the "Borrower Loan") in the aggregate principal amount not to exceed \$1,300,000 to the Borrower for the purpose of (a) financing the acquisition and installation of certain equipment, which may include (without limitation) chillers, humidifiers, dehumidifiers and controllers and (b) paying certain costs of issuance in connection with the Borrower Loan and the Issuer Loan (as hereinafter defined) (collectively, the "Project");

WHEREAS, the Issuer is authorized to make loans and finance projects for nonprofit corporations pursuant to the Act;

WHEREAS, the Borrower is a 501(c)(3) organization under the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, the Issuer intends to use the proceeds of a tax-exempt loan from Wells Fargo Institutional Securities, LLC (the "Lender") to the Issuer (the "Issuer Loan") to make the Borrower Loan;

WHEREAS, the Issuer may not enter into the Borrower Loan or the Issuer Loan, both as specified in the Loan Agreement (as defined below), until the Board of Directors of the Issuer makes certain determinations relating to the Project as required by the Act; and

WHEREAS, there is now on file with the Secretary of the Issuer the following:

(a) a proposed form of the Loan Agreement (the "Loan Agreement"), to be entered into by and among the Lender, the Issuer and the Borrower;

(b) a proposed form of the Escrow Agreement (the "Escrow Agreement"), to be entered into by and among the Issuer, the Borrower, the Lender and the escrow agent named therein; and

(c) a proposed form of the Tax Regulatory Agreement (the "Tax Regulatory Agreement"), to be entered into by and between the Issuer and the Borrower.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank, as follows:

Section 1. The Issuer hereby approves of the entering into the Issuer Loan on a tax exempt basis and using the proceeds thereof to make the Borrower Loan pursuant to the terms and provisions of the Loan Agreement. The Issuer understands that the payments under the Borrower Loan will be assigned to the Lender to satisfy the Issuer's payments under the Issuer Loan. The payments to be made by the Issuer to the Lender under the Issuer Loan will be satisfied solely from payments made by the Borrower to the Lender (as assignee of Issuer) under the Borrower Loan.

Section 2. The form of the Loan Agreement on file with the Secretary is hereby approved and the Chair of the Issuer or the Chair's designee and the Executive Director of the Issuer, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Loan Agreement, and the Secretary of the Issuer is authorized to attest thereto, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 3. The form of the Escrow Agreement on file with the Secretary is hereby approved and the Chair of the Issuer or the Chair's designee and the Executive Director of the Issuer, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Escrow Agreement with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 4. The form of the Tax Regulatory Agreement on file with the Secretary is hereby approved and the Chair of the Issuer or the Chair's designee and the Executive Director of the Issuer, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Tax Regulatory Agreement with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 5. The form of the Issuer Note attached to the Loan Agreement (the "Issuer Note") on file with the Secretary is hereby approved and the Chair of the Issuer or the Chair's designee and the Executive Director of the Issuer, and each of them, acting alone, is hereby authorized and empowered to execute the Issuer Note in an amount not to exceed \$1,300,000, by manual or facsimile signature and deliver the Issuer Note to the Lender with such changes

and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 6. The Chair of the Issuer or the Chair's designee and the Executive Director of the Issuer, and each of them, acting alone, is hereby authorized and empowered to execute the assignment to the Borrower note in the form attached to the Loan Agreement (the "Borrower Note") by manual or facsimile signature and deliver the Borrower Note and the assignment to the Lender with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 7. The Issuer approves the Issuer Loan on a tax-exempt basis and the making of the Borrower Loan to the Borrower in an amount not to exceed \$1,300,000 in accordance with the terms of and to be secured by the Loan Agreement. Repayment of the principal of, premium, if any, and the interest on, the Issuer Loan shall be made solely from the revenues to be received by the Issuer from the Borrower Loan pursuant to the Loan Agreement, and the Issuer Loan shall not be deemed to constitute a debt or liability of the State or any political subdivision thereof. The Issuer Loan shall bear interest at the rate or rates set forth in the Loan Agreement.

Section 8. Pursuant to Section 63046 of the Act, based upon representations made by the Borrower and, for the purposes of subsection (b), the Lender's willingness to make the Issuer Loan for the purpose of allowing the Issuer to make the Borrower Loan, the Board of Directors of the Issuer hereby finds and determines that:

- (a) the Project is located in the State;
- (b) the Borrower is capable of meeting its obligations with respect to the Borrower Loan to be made to finance the Project;
- (c) the payments to be made by the Borrower under the Loan Agreement to the Issuer are adequate to pay the current expenses of the Issuer in connection with the financing and to make payments on the Borrower Loan;
- (d) the Borrower Loan is an appropriate financing mechanism for the Project;
- (e) the Project is consistent with any existing local or regional comprehensive plans; and
- (f) the project demonstrates clear evidence of a defined public benefit.

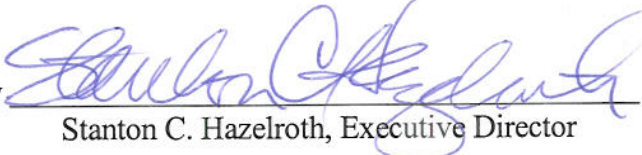
Section 9. The Chair of the Issuer or the Chair's designee, and the Executive Director of the Issuer, and each of them, acting alone, is hereby authorized to execute all documents, certificates and instruments necessary or appropriate to this transaction and the making of the Borrower Loan.

Section 10. All actions heretofore taken by the officials and agents of the Issuer with respect to the Issuer Loan borrowing of funds from the Lender and the Borrower Loan to the Borrower are hereby approved, confirmed and ratified, and the officials of the Issuer and their authorized designees are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all certificates and documents which they or bond counsel may deem necessary or advisable in order to consummate the Borrower Loan and the Issuer Loan and otherwise to effectuate the purposes of this Resolution.


Section 11. This Resolution shall take effect from and after its adoption.

PASSED, APPROVED, AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on June 20, 2006, by the following vote:

AYES:	Karin Fish, Francisco Lujano, Vince Brown, Rosario Marin
NOES:	None
ABSENT:	None
ABSTAIN:	None

By 
Stanton C. Hazelroth, Executive Director

Attest:

By 
Roma Cristia-Plant, Secretary